

UNITED STATES BANKRUPTCY COURT SOUTHERN DISTRICT OF NEW YORK

In re

DELPHI CORPORATION, et al.,

Chapter 11

Debtors.

Case No. 05-44481 (RDD)

(Jointly Administered)

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**AFFIDAVIT OF LEGAL ORDINARY COURSE PROFESSIONAL**

STATE OF MICHIGAN )

ss:

COUNTY OF SAGINAW)

Charles A. Gilfeather, being duly sworn, deposes and says:

1. I am a principal of Braun Kendrick Finkbeiner P.L.C. which firm maintains offices at 4301 Fashion Square Blvd., Saginaw, MI 48603.

2. Neither I, Braun Kendrick Finkbeiner, nor any partner, auditor or other member thereof, insofar as I have been able to ascertain, has any connection with the above-captioned debtors and debtors-in-possession (the "Debtors"), their creditors, or any other party-in-interest, or their attorneys, except as set forth in this affidavit.

3. Braun Kendrick Finkbeiner, has represented and advised the Debtors in Michigan workers' compensation matters with respect to a broad range of aspects of the Debtors' businesses.

4. The Debtors have requested, and Braun Kendrick Finkbeiner has agreed, to continue to represent and advise the Debtors pursuant to section 327(e) of title 11 of the United States Code, 11 U.S.C. § 101-1330, as amended (the "Bankruptcy Code"), with respect to such matters. Additionally, the Debtors have requested, and Braun Kendrick Finkbeiner proposes, to render the following services to the Debtors:

Legal service in connection with Michigan workers' compensation.

5. Braun Kendrick Finkbeiner current fees arrangement is Hourly (\$90.00).

6. Except as set forth herein, no promises have been received by Braun Kendrick Finkbeiner or any partner, auditor or other member thereof as to compensation in connection with these chapter 11 cases other than in accordance with the provisions of the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure, the Local Rules, orders of this Court, and the Fee Guidelines promulgated by the Executive Office of the United States Trustee.

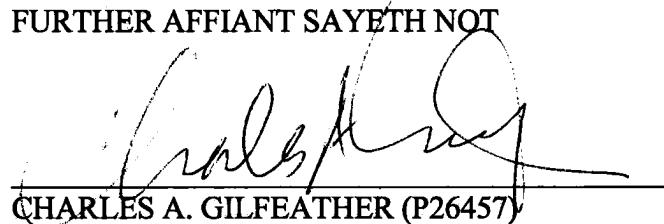
7. Braun Kendrick Finkbeiner has no agreement with any entity to share with such entity any compensation received by Braun Kendrick Finkbeiner.

8. Braun Kendrick Finkbeiner and its partners, auditors, and other members may have in the past represented, currently represent, and may in the future represent entities that are claimants of the Debtors in matters totally unrelated to these pending chapter 11 cases. "Braun Kendrick Finkbeiner" does not and will not represent any such entity in connection with these pending chapter 11 cases and does not have any relationship with any such entity, attorneys, or accountants that would be adverse to the Debtors or their estates.

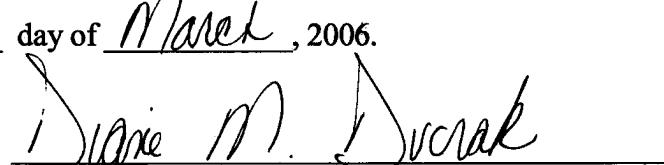
9. Neither I, Braun Kendrick Finkbeiner, nor any partner, auditor or other member thereof, insofar as I have been able to ascertain, holds or represents any interest adverse to the Debtors, or their estates in the matters upon which Braun Kendrick Finkbeiner is to be engaged.

10. The foregoing constitutes the statement of Braun Kendrick Finkbeiner pursuant to sections 329 and 504 of the Bankruptcy Code and Bankruptcy Rules 2014 and 2016(b).

FURTHER AFFIANT SAYETH NOT

  
CHARLES A. GILFEATHER (P26457)

Subscribed and sworn before me this 3 day of March, 2006.

  
Diane M. Dvorak, Notary Public  
Bay County, Michigan acting in and for Saginaw  
County, Michigan  
My Commission Expires: 07/30/11

**CERTIFICATE OF SERVICE**

Diane M. Dvorak, Secretary, hereby certifies that on March 3, 2006, served a copy of the Affidavit of Legal Ordinary Counsel Professional, upon the following interested parties via first class mail:

Delphi Corporation  
Attention: General Counsel  
5725 Delphi Drive  
Troy, MI 48098  
U.S.A.

Skadden, Arps, Slate, Meagher & Flom  
Attention: John W. Butler, Jr., Esq.  
333 West Wacker Drive  
Suite 2100  
Chicago, IL 60606  
U.S.A.

United States Trustee  
Attention: Alicia M. Leonhard, Esq.  
33 Whitehall Street  
Suite 2100  
New York, N.Y. 10044  
U.S.A.

Latham & Watkins  
Attention: Mark A. Broude, Esq.  
885 Third Avenue  
New York, N.Y. 10022  
U.S.A.

Simpson Thacher & Bartlett LLP  
Attention: Marissa Wesley, Esq.  
425 Lexington Avenue  
New York, N.Y. 10017  
U.S.A.

Davis Polk & Wardwell  
Attention: Marlane Melican, Esq.  
450 Lexington Avenue  
New York, N.Y. 10017  
U.S.A.

Dated: March 3, 2006



Diane M. Dvorak